

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

GEORGE MILLER, Derivatively on Behalf of )	)	
Nominal Defendant, AT&T INC., )	)	
	)	C.A. No. 1:24-cv-00032-
Plaintiff, )	)	
	)	
v. )	)	
	)	
RANDALL L. STEPHENSON, JOHN T. )	)	
STANKEY, PASCAL DESROCHES, JOHN )	)	
STEPHENS, SAMUEL A. DI PIAZZA, JR., )	)	
SCOTT T. FORD, GLENN H. HUTCHINS, )	)	
WILLIAM E. KENNARD, DEBRA L. LEE, )	)	
STEPHEN J. LUCZO, MICHAEL B. )	)	
MCCALLISTER, BETH E. MOONEY, )	)	
MATTHEW K. ROSE, CYNTHIA B. TAYLOR, )	)	
LUIS A. UBIÑAS, and GEOFFREY Y. YANG, )	)	
	)	
Defendants, )	)	
	)	
and )	)	
	)	
AT&T INC., )	)	
	)	
Nominal Defendant. )	)	

**STIPULATION AND [PROPOSED] ORDER TO STAY DERIVATIVE ACTION**

Plaintiff George Miller (“Plaintiff”), defendants Randall L. Stephenson, John T. Stankey, Pascal Desroches, John Stephens, Samuel A. Di Piazza, Jr., Scott T. Ford, Glenn H. Hutchins, William E. Kennard, Debra L. Lee, Stephen J. Luczo, Michael B. McCallister, Beth E. Mooney, Matthew K. Rose, Cynthia B. Taylor, Luis A. Ubiñas, and Geoffrey Y. Yang (“Individual Defendants”), and nominal defendant AT&T Inc. (“AT&T” and, together with the Individual Defendants, “Defendants,” and together with Plaintiff, the “Parties”), by and through their respective counsel, hereby stipulate to the following:

WHEREAS, on January 11, 2024, Plaintiff filed the above-captioned action in this Court (the “Derivative Action”), derivatively on behalf of AT&T, against the Individual Defendants (the “Complaint”);

WHEREAS, Defendants have agreed, through counsel, to accept service of the Complaint concurrently with the filing of this Stipulation;

WHEREAS, absent this Stipulation, the deadline for Defendants to answer, move, or otherwise respond to the Complaint is February 1, 2024;

WHEREAS, currently pending in the United States District Court for the District of New Jersey is a purported securities class action against AT&T and certain of the Individual Defendants, filed on July 28, 2023, styled *Brazinsky v. AT&T Inc., et al.*, Case No. 2:23-cv-04064 (the “Securities Class Action”);

WHEREAS, the Complaint in the Derivative Action is based on the same core underlying factual allegations as those alleged in the Securities Class Action;

WHEREAS, the Complaint in the Derivative Action asserts as damages, *inter alia*, the potential future damages and costs that may be incurred by AT&T in the Securities Class Action;

WHEREAS, the Complaint in the Derivative Action and the complaint in the Securities Class Action assert claims for violations of Sections 10(b) and 20(a) of the Securities Exchange Act and Rule 10b-5 promulgated thereunder;

WHEREAS, AT&T and the other defendants in the Securities Class Action intend to move to dismiss the Securities Class Action on a schedule to be agreed and ordered in the Securities Class Action; and

WHEREAS, in light of the similarities and overlaps between the Derivative Action and the Securities Class Action, and in light of the forthcoming motion to dismiss in the Securities Class

Action, to conserve the parties' and judicial resources and to promote "the just, speedy, and inexpensive determination of [this] action," Fed. R. Civ. P. 1, the Parties agree that all proceedings and deadlines in the Derivative Action should be stayed until 30 days following the entry of a final, non-appealable order on the forthcoming motion to dismiss in the Securities Class Action and any subsequent motion for leave to file or to dismiss a further amended complaint.

IT IS HEREBY STIPULATED AND AGREED, by and between the attorneys for the Parties, as follows:

1. Each of the Defendants to the extent not already served hereby accepts service; provided, however, that Defendants reserve all defenses, including as to jurisdiction, other than as to the sufficiency of service.
2. The Derivative Action shall be stayed until 30 days following the entry of a final, non-appealable order on the forthcoming motion to dismiss in the Securities Class Action and any subsequent motion for leave to file or to dismiss a further amended complaint, as the stay will promote the efficient and orderly administration of justice.
3. During the pendency of the stay, Defendants shall promptly notify Plaintiff of any related derivative lawsuits on behalf of AT&T that they become aware of.
4. During the pendency of the stay, if any purported plaintiff files a related derivative lawsuit on behalf of AT&T based on the allegations asserted in this case (a "Related Derivative Action"), Plaintiff may lift the agreed stay upon 30-days' notice to Defendants in writing, unless the Related Derivative Action is also stayed or a motion or request to stay (but not to dismiss) the Related Derivative Action has been filed.

5. During the pendency of the stay, Plaintiff may amend the Complaint one (1) time but Defendants need not respond to any Complaint or amended Complaint during the pendency of the stay.

6. This stay and Stipulation is without waiver or prejudice to any and all claims, defenses, arguments, motions or any requests for relief that would otherwise be available to the Parties in the Derivative Action, including without limitation as relates to seeking to extend this stay either by agreement or motion.

7. Upon the lifting of the stay, the Parties shall meet and confer and submit a proposed scheduling order governing further proceedings in the Derivative Action, including whether Plaintiff will be seeking leave to amend the Complaint, and if so, the deadline for doing so, as well as a deadline for Defendants to answer, move, or otherwise respond to the Complaint or any amended complaint.

8. Any hearings or conferences currently scheduled shall be postponed until a date and time after expiration of this stay, to be scheduled by the Court.

WHEREFORE, the Parties respectfully request that the Court so Order this Stipulation.

Dated: January 11, 2024

Respectfully submitted,

FARNAN LLP

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*/s/ Brian E. Farnan*

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*Counsel for Defendants*

**[PROPOSED] ORDER**

Pursuant to the foregoing stipulation between the Parties, **IT IS SO ORDERED.**

Dated: \_\_\_\_\_

\_\_\_\_\_  
**J.**